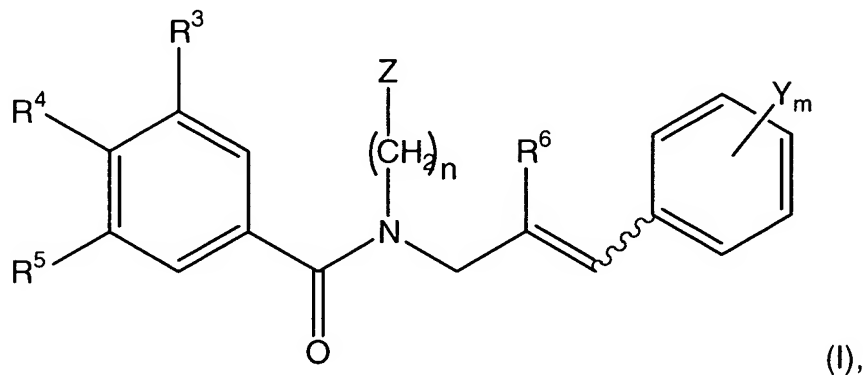


## Amendments to the Claims

Please amend the claims as follows (the changes in these claims are shown with ~~strike through~~ for deleted matter and underlines for added matter). A complete listing of the claims is listed below with the proper claim identifiers.

1. (Original) A modulator of the structure (I), or a salt thereof:



where m is an integer from 1 to 5;

each Y is independently selected from the group consisting of hydrogen, halogen, -CN, -NO<sub>2</sub>, -OH, -OR', -C(O)R', -CO<sub>2</sub>R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO<sub>2</sub>R', -SO<sub>2</sub>NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)<sub>2</sub>R'', -NR'SO<sub>2</sub>R'', -NR'(CO)NR'R'', unsubstituted or substituted C<sub>1-8</sub> alkyl, unsubstituted or substituted C<sub>2-8</sub> alkenyl, unsubstituted or substituted C<sub>2-8</sub> alkynyl, unsubstituted or substituted C<sub>3-8</sub> cycloalkyl, unsubstituted or substituted C<sub>6-10</sub> aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl;

where each R', R'' and R''' are independently hydrogen, halogen, unsubstituted or substituted C<sub>1-8</sub> alkyl, unsubstituted or substituted C<sub>6-10</sub> aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl;

n is 0, 1, 2 or 3;

Z is -CHR<sup>1</sup>R<sup>2</sup>-, -OR<sup>1</sup>, or -NR<sup>1</sup>R<sup>2</sup>;

R<sup>1</sup> and R<sup>2</sup> are each independently substituted or unsubstituted alkyl or hydrogen, or Z in combination with R<sup>1</sup> and R<sup>2</sup> form a substituted or unsubstituted 5- to 10-membered heterocyclyl;

8-membered ring comprising at least one nitrogen and 0 to 3 additional heteroatoms;

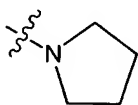
R<sup>6</sup> is alkyl, hydrogen, or halogen; and

R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently selected from the group consisting of hydrogen, halogen, -CN, -NO<sub>2</sub>, -OH, -OR', -C(O)R', -CO<sub>2</sub>R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO<sub>2</sub>R', -SO<sub>2</sub>NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)<sub>2</sub>R'', -NR'SO<sub>2</sub>R'', -NR'(CO)NR'R'', unsubstituted or substituted C<sub>1-8</sub> alkyl, unsubstituted or substituted C<sub>2-8</sub> alkenyl, unsubstituted or substituted C<sub>2-8</sub> alkynyl, unsubstituted or substituted C<sub>3-8</sub> cycloalkyl, unsubstituted or substituted C<sub>6-10</sub> aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl, or where any two of R<sup>3</sup>, R<sup>4</sup> or R<sup>5</sup> together with the atoms which they substituted form a substituted or unsubstituted 3- to 10-membered heterocycl.

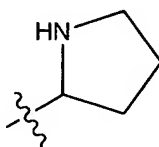
2. (Original) The modulator of claim 1, where R<sup>6</sup> is hydrogen.
3. (Original) The modulator of claim 1, where R<sup>6</sup> is substituted or unsubstituted C<sub>1-8</sub> alkyl.
4. (Original) The modulator of claim 1, where R<sup>6</sup> is halogen.
5. (Original) The modulator of claim 1, where R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently selected from the group consisting of hydrogen, -OR', and substituted or unsubstituted C<sub>1-8</sub> alkyl.
6. (Original) The modulator of claim 1, where R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently selected from the group consisting of -OR' and hydrogen.
7. (Original) The modulator of claim 1, where R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each -OR', where R' is substituted C<sub>1-8</sub> alkyl.
8. (Original) The modulator of claim 1, where R<sup>4</sup> and R<sup>5</sup> together with the atom which they substitute form substituted or unsubstituted 5- to 6-membered heterocycl containing 1 to 2 oxygen atoms.
9. (Original) The modulator of claim 1, where Z is CHR<sup>1</sup>R<sup>2</sup> and where R<sup>1</sup> and R<sup>2</sup> together with Z form C<sub>3-10</sub> cycloalkyl with 0 to 3 substituents selected from the group consisting of halogen, -CN, -NO<sub>2</sub>, -OH, -OR', -C(O)R', -CO<sub>2</sub>R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO<sub>2</sub>R', -SO<sub>2</sub>NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)<sub>2</sub>R'', -

$\text{NR}'\text{SO}_2\text{R}''$ ,  $-\text{NR}'(\text{CO})\text{NR}''\text{R}'''$ , unsubstituted or substituted  $\text{C}_{1-8}$  alkyl, unsubstituted or substituted  $\text{C}_{2-8}$  alkenyl, unsubstituted or substituted  $\text{C}_{2-8}$  alkynyl, unsubstituted or substituted  $\text{C}_{3-8}$  cycloalkyl, unsubstituted or substituted  $\text{C}_{6-10}$  aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl.

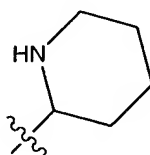
10. (Original) The modulator of claim 1, where  $\text{R}^1$  and  $\text{R}^2$  together with Z form a 3- to 10-membered heterocyclyl with 0 to 3 substituents selected from the group consisting of halogen, -OR, substituted or unsubstituted  $\text{C}_{1-8}$  alkyl, substituted or unsubstituted  $\text{C}_{1-8}$  alkenyl, substituted or unsubstituted  $\text{C}_{1-8}$  alkynyl, substituted or unsubstituted  $\text{C}_{6-10}$  aryl, substituted or unsubstituted 5- to 10-membered heteroaryl.
11. (Original) The modulator of claim 1, where Z is  $-\text{CHR}^1\text{R}^2-$ .
12. (Original) The modulator of claim 1, where Z is  $-\text{N R}^1\text{R}^2-$ .
13. (Original) The modulator of claim 1, where Z in combination with  $\text{R}^1$  and  $\text{R}^2$  is selected from the group consisting of substituted or unsubstituted morpholinyl, substituted or unsubstituted pyrrolidinyl, substituted or unsubstituted piperidinyl, and substituted or unsubstituted piperazinyl.
14. (Original) The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



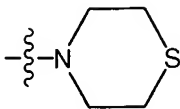
15. (Original) The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



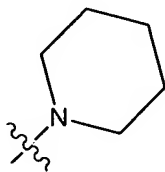
16. (Original) The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



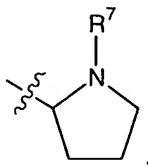
17. (Original) The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



18. (Original) The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



19. (Original) The modulator of claim 16, where Z is a substituted or unsubstituted group of the formula:



where  $R^7$  is selected from the group consisting of hydrogen,  $-C(O)R'$ ,  $-CO_2R'$ ,  $-C(O)NR'R''$ ,  $-SO_2R'$ , unsubstituted or substituted  $C_{1-10}$  alkyl, unsubstituted or substituted  $C_{1-8}$  alkoxy, unsubstituted or substituted  $C_{2-10}$  alkenyl, unsubstituted or substituted  $C_{2-10}$  alkynyl, unsubstituted or substituted  $C_{3-10}$  cycloalkyl, unsubstituted or substituted  $C_{6-10}$  aryl,  $C_{6-10}$  aryloxy unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocycl.

20. (Original) The modulator of claim 1, where  $R^7$  is substituted or unsubstituted  $C_{1-10}$  alkyl, substituted or unsubstituted  $C_{1-10}$  alkoxy, substituted or unsubstituted aryloxy, or substituted or unsubstituted  $C_{3-10}$  cycloalkyl.
21. (Original) The modulator of claim 1, where n is 1, 2, or 3.
22. (Original) The modulator of claim 1, where m is 1 or 2, and each Y is a halogen.
23. (Original) The modulator of claim 1, where m is 0.

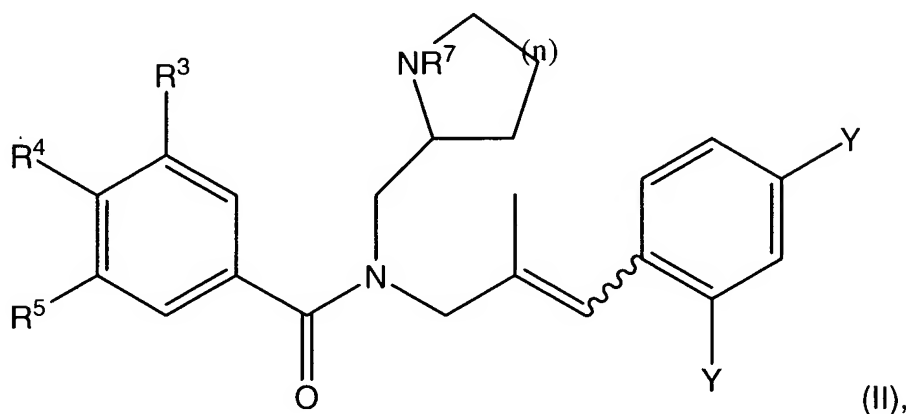
24. (Original) The modulator of claim 1, where substituted alkyl, substituted alkenyl, substituted alkynyl and substituted cycloalkyl can each independently be substituted 1 to 3 times with halogen, -OR', -NR'R'', -SR', -SiR'R''R''', -OC(O)R', -C(O)R', -CO<sub>2</sub>R', -CONR'R'', -OC(O)NR'R'', -NR''C(O)R', -NR'-C(O)NR''R'', -NR''C(O)<sub>2</sub>R', -S(O)R', -S(O)<sub>2</sub>R', -S(O)<sub>2</sub>NR'R'', -NR'S(O)<sub>2</sub>R'', -CN, oxo (=O or -O-) or -NO<sub>2</sub>, where R', R'' and R''' each independently hydrogen, halogen, unsubstituted C<sub>1-8</sub> alkyl, unsubstituted C<sub>3-6</sub> cycloalkyl, unsubstituted C<sub>2-8</sub> alkenyl, unsubstituted or C<sub>2-8</sub> alkynyl, unsubstituted aryl, unsubstituted heteroaryl, unsubstituted or substituted heterocyclyl.

25. (Original) The modulator of claim 1, where substituted aryl and substituted heteroaryl can each independently be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)<sub>2</sub>R', -NR'-C(O)NR''R'', -NH-C(NH<sub>2</sub>)=NH, -NR'C(NH<sub>2</sub>)=NH, -NH-C(NH<sub>2</sub>)=NR', -S(O)R', -S(O)<sub>2</sub>R', -S(O)<sub>2</sub>NR'R'', -NR'S(O)<sub>2</sub>R'' and -N<sub>3</sub>, where R', R'' and R''' each independently hydrogen, halogen, unsubstituted C<sub>1-8</sub> alkyl, unsubstituted C<sub>3-6</sub> cycloalkyl, unsubstituted C<sub>2-8</sub> alkenyl, unsubstituted C<sub>2-8</sub> alkynyl, unsubstituted or substituted aryl, unsubstituted heteroaryl, unsubstituted heterocyclyl.

26. (Original) The modulator of claim 1, where substituted heterocyclyl can be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO<sub>2</sub>, -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)<sub>2</sub>R', -NR'-C(O)NR''R'', -NH-C(NH<sub>2</sub>)=NH, -NR'C(NH<sub>2</sub>)=NH, -NH-C(NH<sub>2</sub>)=NR', -S(O)R', -S(O)<sub>2</sub>NR'R'', -NR'S(O)<sub>2</sub>R'' and -N<sub>3</sub>, where R', R'' and R''' each independently hydrogen, halogen, unsubstituted C<sub>1-8</sub> alkyl, unsubstituted or C<sub>3-6</sub> cycloalkyl, unsubstituted C<sub>2-8</sub> alkenyl,

unsubstituted C<sub>2-8</sub> alkynyl, unsubstituted aryl, unsubstituted heteroaryl, unsubstituted heterocyclyl.

27. (Original) A modulator having the structure (II):



where n=0-4

where each Y is independently hydrogen or halogen;

R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently selected from the group consisting of hydrogen, halogen, and -OR';

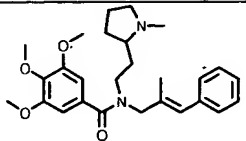
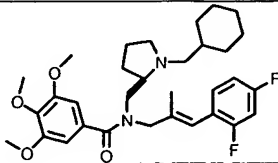
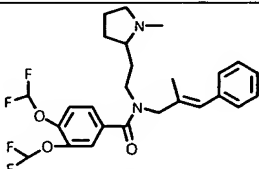
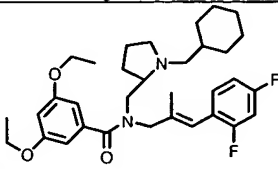
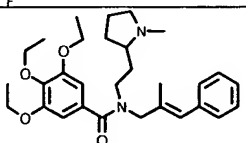
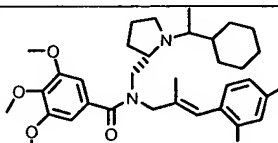
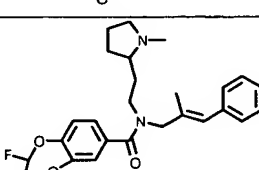
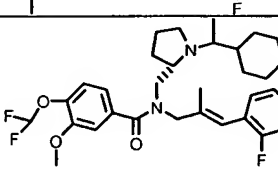
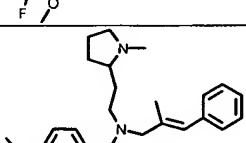
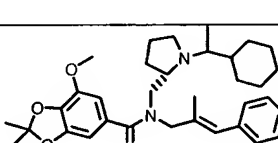
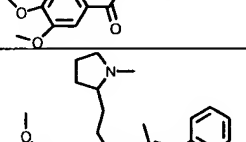
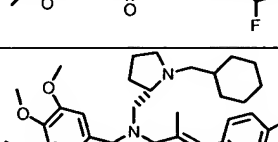
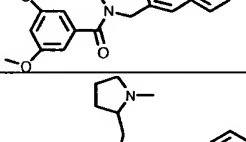
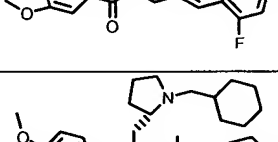
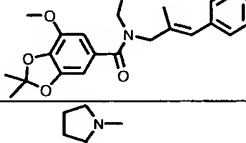
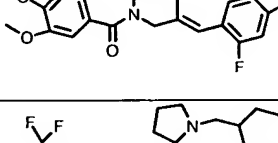
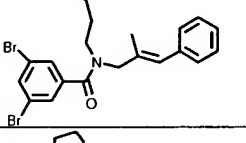
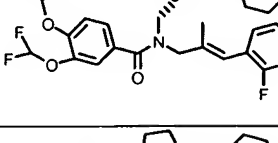
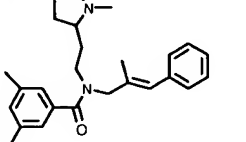
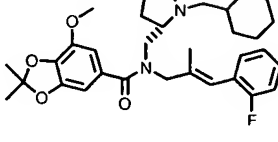
or any two of R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup>, together with the atoms which they substituted, form unsubstituted or substituted 3- to 10-membered heterocyclyl; and

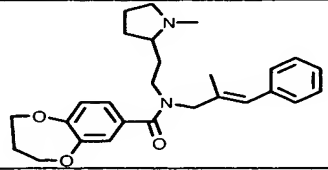
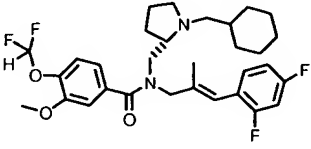
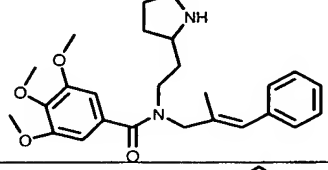
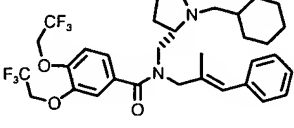
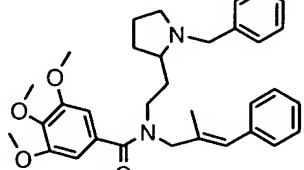
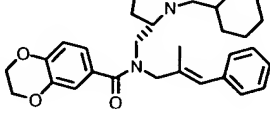
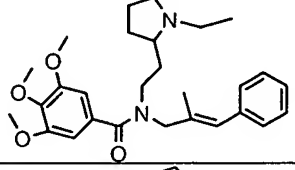
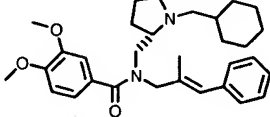
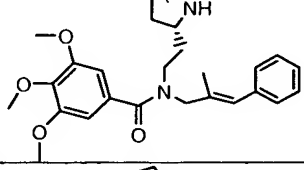
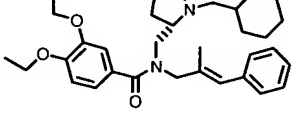
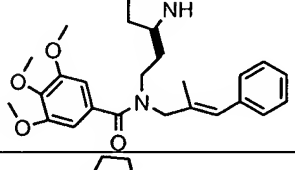
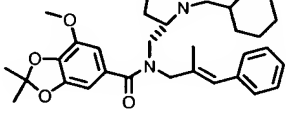
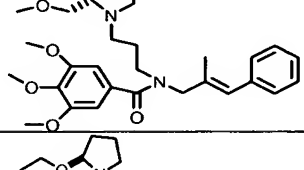
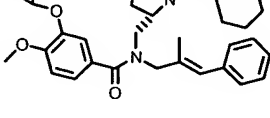
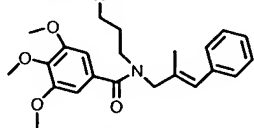
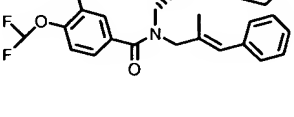
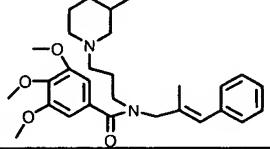
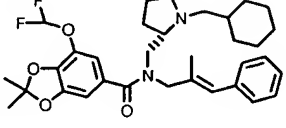
R<sup>7</sup> is selected from the group consisting of hydrogen, -C(O)R', -CO<sub>2</sub>R', -C(O)NR'R'', -SO<sub>2</sub>R', unsubstituted or substituted C<sub>1-8</sub> alkyl (optionally C1-8 alkoxyalkoxy, CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>OMe)alkyl, unsubstituted or substituted C<sub>2-8</sub> alkenyl, unsubstituted or substituted C<sub>2-8</sub> alkynyl, unsubstituted or substituted C<sub>3-8</sub> cycloalkyl, unsubstituted or substituted C<sub>6-10</sub> aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl.

28. (Original) The modulator of claim 27, where R<sup>7</sup> is C<sub>1-8</sub> alkoxyalkoxy.

29. (Original) The modulator of claim 27, where n is 1.

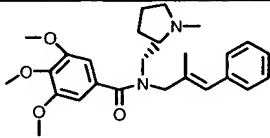
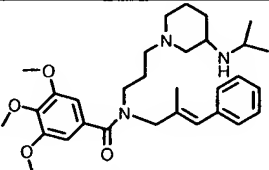
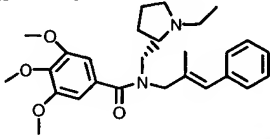
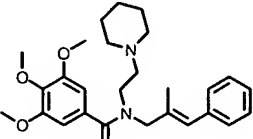
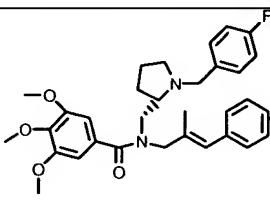
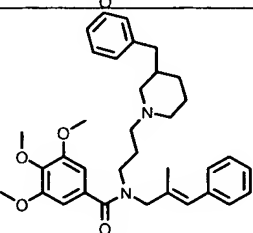
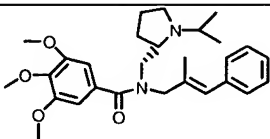
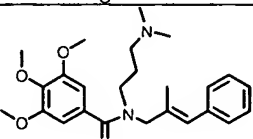
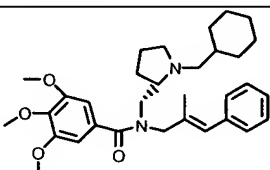
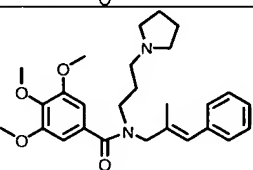
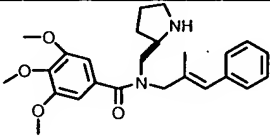
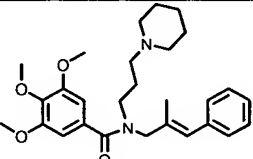
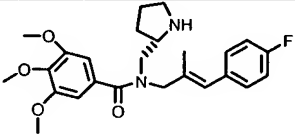
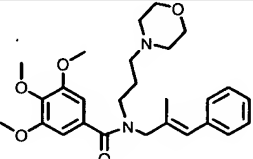
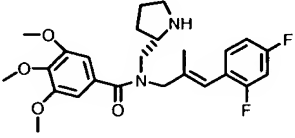
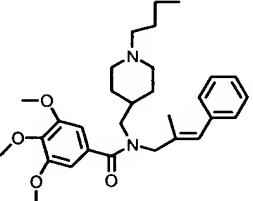
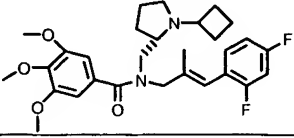
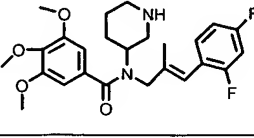
30. (Original) A modulator comprising one of the following formulae:

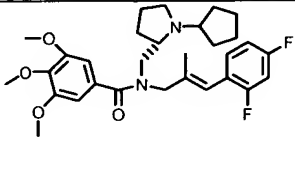
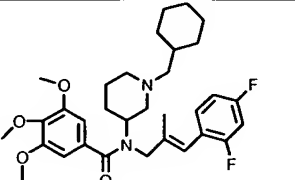
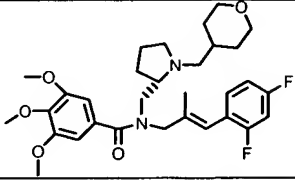
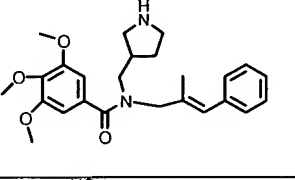
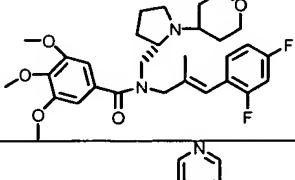
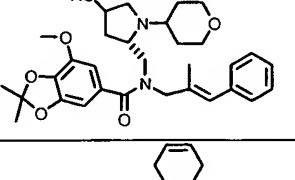
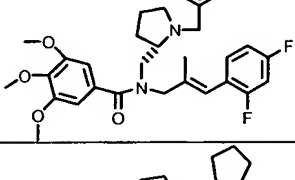
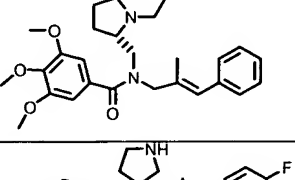
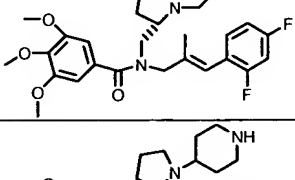
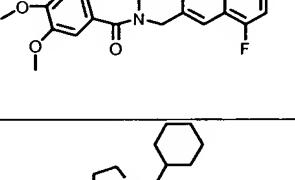
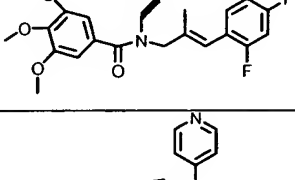
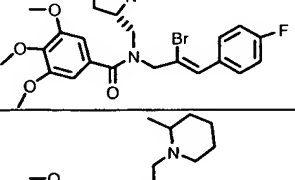
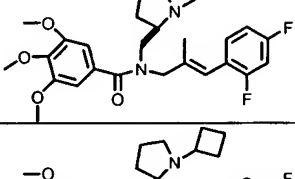
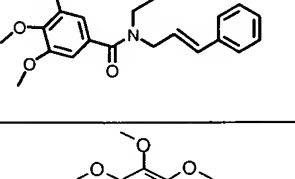
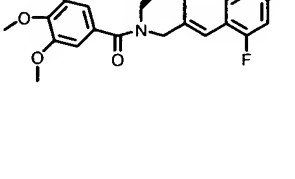
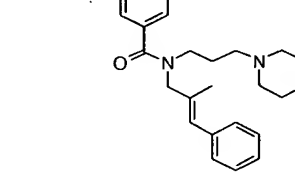
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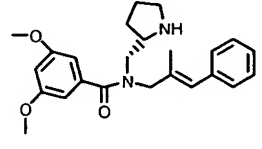
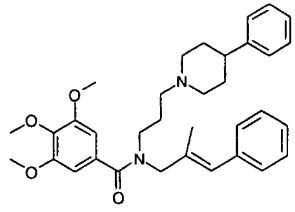
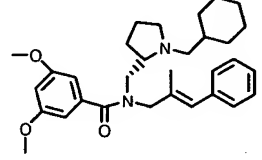
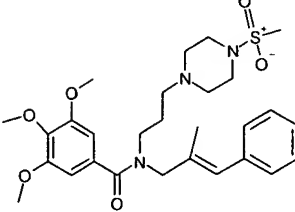
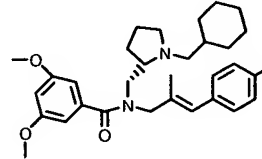
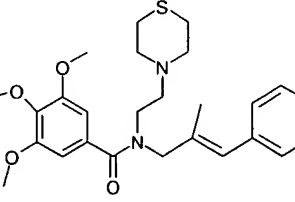
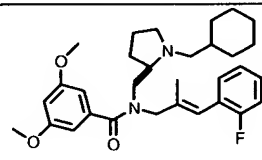
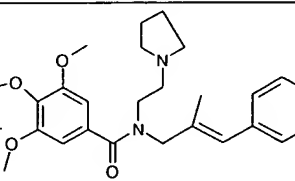
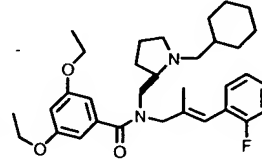
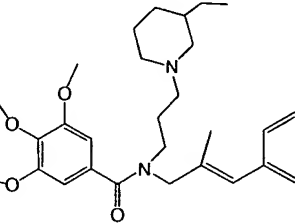
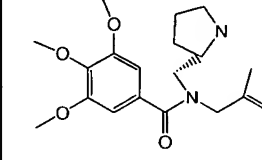
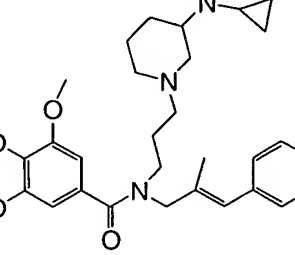
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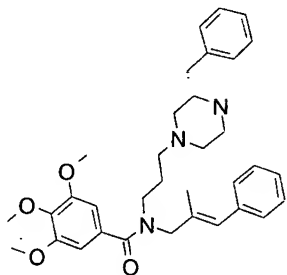
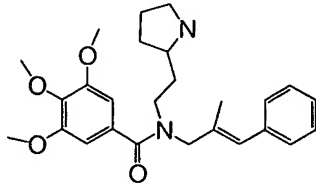
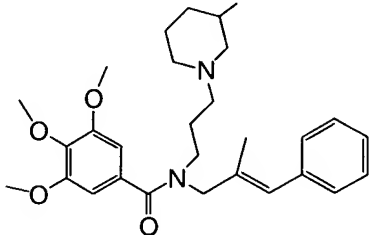
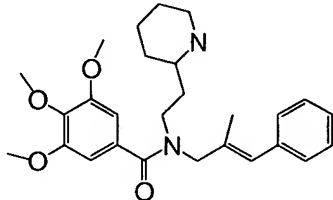


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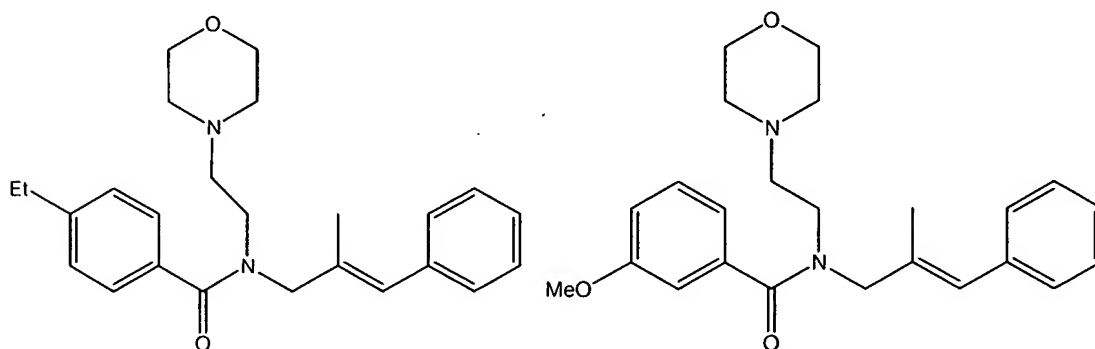
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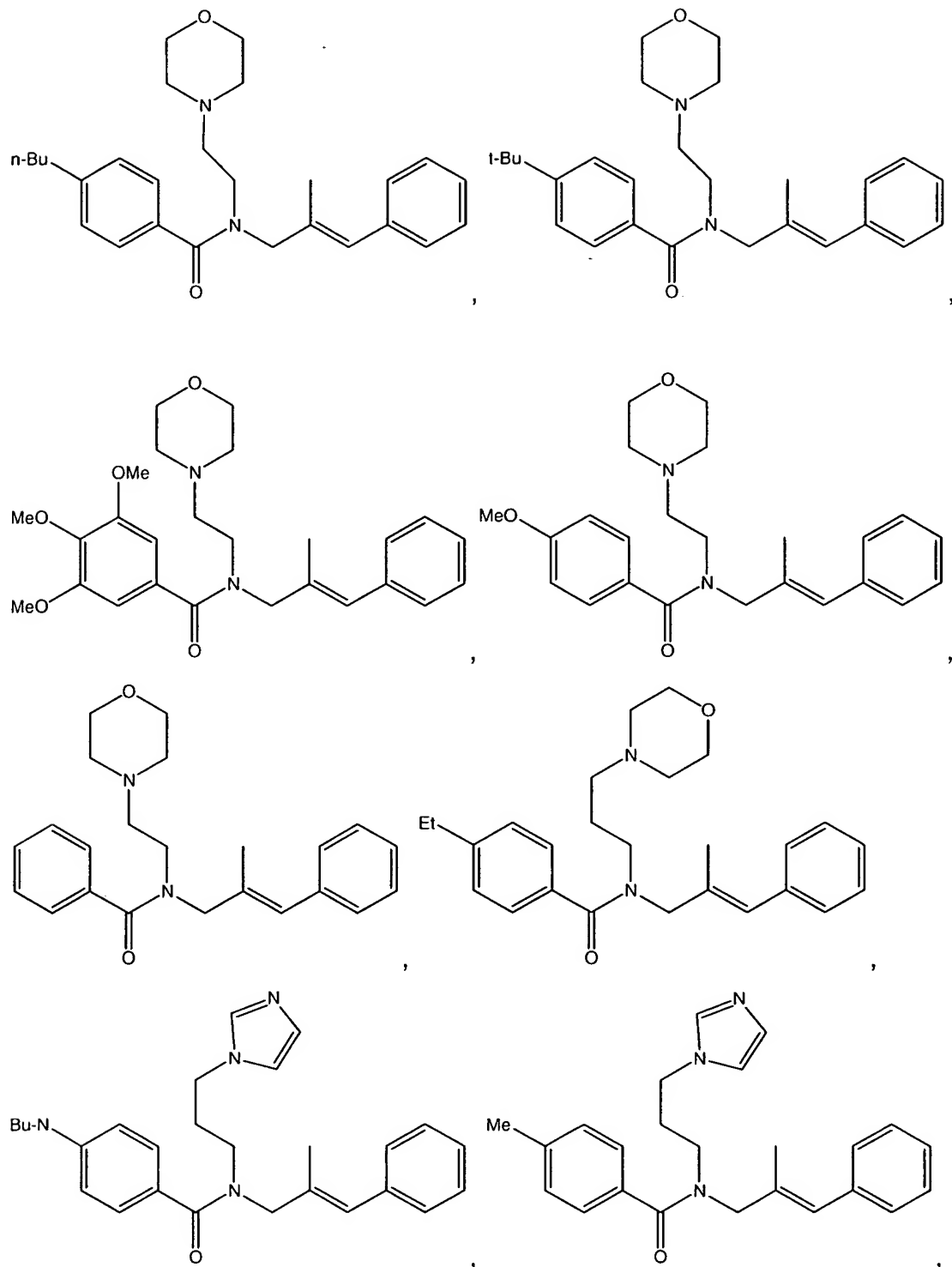
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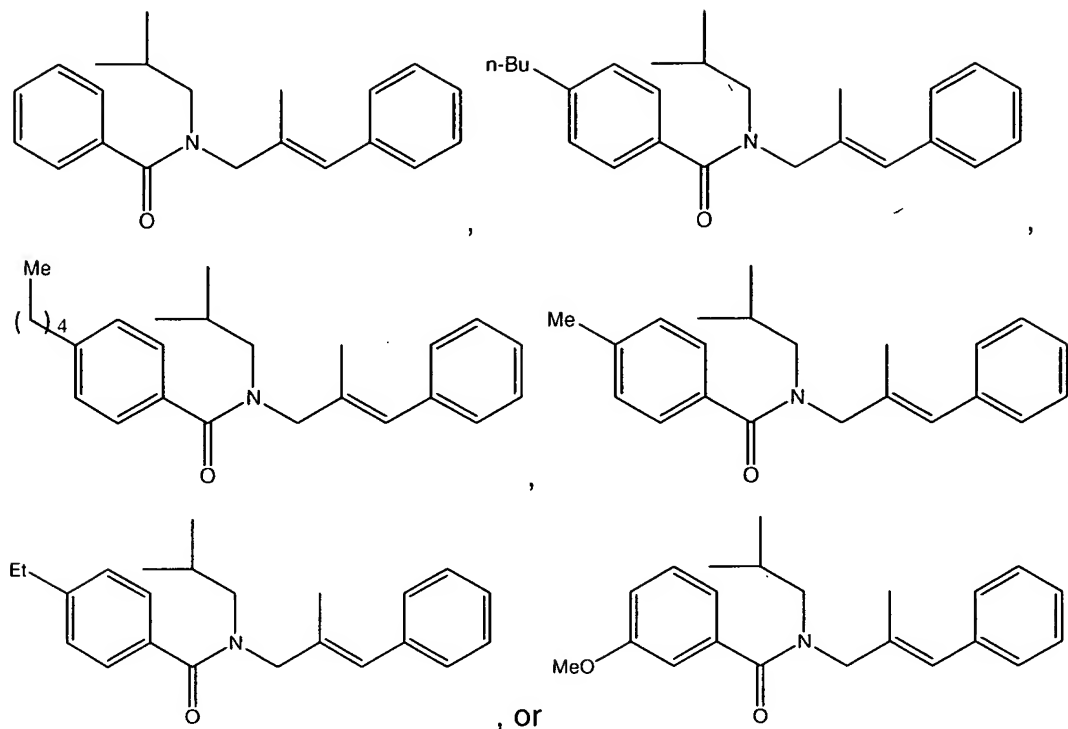
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31. (Original) A pharmaceutical composition comprising the modulator of claim 1 and a pharmaceutically acceptable carrier.
32. (Original) A pharmaceutical composition comprising the modulator of claim 27 and a pharmaceutically acceptable carrier.
33. (Currently Amended) A pharmaceutical composition comprising the modulator of claim ~~28~~ 30 and a pharmaceutically acceptable carrier.
34. (Original) A pharmaceutical composition comprising a compound of the formulae:







and a pharmaceutically acceptable carrier.

35. (Currently Amended) A method of inhibiting the binding of chemokines I-TAC and/or SDF-1 to a CCXCKR2 receptor, comprising contacting the composition of claim 3234 34 with a cell that expresses the CCXCKR2 receptor for a time sufficient to inhibit the binding of the chemokines to the CCXCKR2 receptor.

36. (Original) A method of inhibiting the binding of chemokines I-TAC and/or SDF-1 to a CCXCKR2 receptor, comprising contacting the modulator of claim 1 with a cell that expresses the CCXCKR2 receptor for a time sufficient to inhibit the binding of the chemokines to the CCXCKR2 receptor.

37. (Currently Amended) A method of treating cancer, comprising administering a therapeutically effective amount of the composition of claim 3234 34 to a cancer patient for a time sufficient to treat the cancer.

38. (Original) A method of treating cancer, comprising administering a therapeutically effective amount of the modulator of claim 1 to a cancer patient for a time sufficient to treat the cancer.